

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:  BERNARD L. MADOFF INVESTMENT SECURITIES LLC,  <i>Debtor.</i>	Adv. Pro. No. 08-1789 (BRL)  SIPA LIQUIDATION  (Substantively Consolidated)
IRVING H. PICARD, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC,  <i>Plaintiff,</i>  v.  HSBC BANK PLC, <i>et al.</i>  <i>Defendants.</i>	Adv. Pro. No. 09-1364 (BRL)

**DECLARATION OF DAVID S. FLUGMAN IN SUPPORT OF  
HERALD FUND SPC'S MOTION TO WITHDRAW THE REFERENCE**

David S. Flugman declares as follows:

1. I am a member of the bar of this Court and an associate of the law firm of Kirkland & Ellis LLP, counsel for Herald Fund SPC in the above-captioned action.


2. I respectfully submit this declaration in support of Herald Fund SPC's Motion to Withdraw the Reference of the above-captioned adversary proceeding to the Bankruptcy Court, and to place before the Court true and correct copies of the following documents:

EXHIBIT A	Amended Complaint, <i>Picard v. HSBC, et al.</i> , Adv. Pro. No. 09-1364 (BRL) (Bankr. S.D.N.Y. filed Dec. 5, 2010)
EXHIBIT B	Second Amended Complaint, <i>Picard v. Herald Fund SPC</i> , Adv. Pro. No. 09-1359 (BRL) (Bankr. S.D.N.Y. filed Oct. 13, 2009)

EXHIBIT C	Order Dismissing Adversary Proceeding No. 09-1359 (BRL) Without Prejudice (filed in Adv. Pro. No. 09-1359 (BRL), Bankr. S.D.N.Y. on Jan. 24, 2011)
EXHIBIT D	Memorandum of Law in Opposition to Herald Fund SPC's Motion to Dismiss the Second Amended Complaint (filed in Adv. Pro. No. 09-1359 (BRL), Bankr. S.D.N.Y. on Nov. 13, 2009)
EXHIBIT E	Memorandum of Law in Opposition to the Sterling Defendants' Motion to Dismiss, or in the Alternative, for Summary Judgment (filed in Adv. Pro. No. 10-5287 (BRL), Bankr. S.D.N.Y. on May 19, 2011)
EXHIBIT F	Trading Authorization for BLMIS Account No. 1FR109

3. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 19th day of September 2011.

  
\_\_\_\_\_  
David S. Flugman